IN THE HIGH COURT OF JUDICATURE AT BOMBAY

O.O.C.J.

COMPANY PETITION NO.78 OF 2007
WITH
COMPANY PETITION NO.79 OF 2007

In the matter of Composite Scheme of Arrangement amongst Brickswork Trading Pvt. Ltd. & Ors.

Attarchand Trading Company Pvt.Ltd.
Keystone Realtors Pvt.Ltd. ... Petitioners.

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Mr. Shyam Diwan i/b. M/s. Rajesh Shah for the Petitioners.
Ms. Madhuri Gaikwad, Regional Director.

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CORAM : DR. D.Y.CHANDRACHUD,J.

30th March 2007.

P.C. :

. The sanction of the Court is sought to a composite scheme of arrangement (involving a demerger of financing activities and amalgamation) under Sections 391 to 394 of the Companies Act, 1956. All the companies involved are closely held private limited companies. The scheme contemplates that the finance division of the following companies viz. (i) Brickswork Trading Pvt. Ltd.; (ii) Ircon Engineering Pvt. Ltd.; (iii) Prism

Realty Pvt.Ltd.; (iv) Rustomjee Landmark Construction Pvt. Ltd.; and (v) West Wood Realtors Pvt. Ltd. would stand transferred to and vest in Attarchand Trading Company Pvt. Ltd. The residual undertaking of (i) Brickswork Trading Pvt. Ltd., (ii) Ircon Engineering Pvt. Ltd., (iii) Prism Reality Pvt.Ltd. and (iv) Rustomjee Landmark Construction Pvt.Ltd. would stand transferred to and vest in Keystone Realtors Pvt. Ltd. Similarly, the real estate undertaking of (i) Rustomjee Developments Pvt.Ltd.; (ii) Westwood Realtors Pvt. Ltd.; and (iii) Keystone Realty Pvt. Ltd. would vest in Keystone Realtors Pvt. Ltd.

2. Counsel for the Petitions states that all the Shareholders have consented to the scheme in pursuance of which necessary dispensations from convening shareholder' meetings were granted. Individual notices are stated to have been furnished to all the secured creditors and well as to the unsecured creditors. No objection has been raised before the Court to the scheme of arrangement.

3. The Regional Director, has stated before the Court that there is no objection to the scheme and the scheme is not contrary to public interest. The Official Liquidator has also not objected to the scheme. On the state of the record as it stands and in the absence of any objection to the scheme, there is no reason why the scheme as proposed should not be sanctioned. There is no material to indicate that the scheme is contrary to law or to the public interest.

4. In these circumstances, since there has been and is objection to the scheme and since the requisite statutory compliances have been made, there is no reason why the scheme should not be sanctioned. The Company Petitions are made absolute in terms of prayer clauses (a) and (b).